



RECORDATION NO. 26518-A FILED

JAN 23 '07

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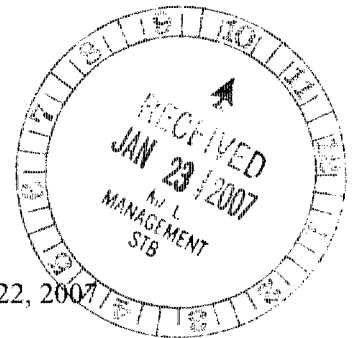
SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW SINCE 1895

VIA FEDERAL EXPRESS

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW, Room 704
Washington, DC 20006
Attn: Recordations Unit

January 22, 2007



Re: Partial Release of Security Agreement between National City Bank and
Allegheny Valley Railroad Company

Dear Secretary Williams:

Enclosed please find one (1) original and three (3) copies of the Partial Release of Security Agreement by and between National City Bank and Allegheny Valley Railroad Company, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The document filed herewith is a Partial Release of Security Agreement, a secondary document, effective January 4, 2007, by and between National City Bank and Allegheny Valley Railroad Company. The primary document to which this is connected is recorded under Recordation No. 26518. We request that this document be recorded under Recordation No. 26518-A.

The names and addresses of the parties to the Partial Release of Security Agreement are as follows:

Secured Party:

National City Bank
20 Stanwix Street
Pittsburgh, Pennsylvania 15222

Pittsburgh

Philadelphia

Princeton

Wheeling

Debtor:

Allegheny Valley Railroad Company
P.O. Box 127
760 Allegheny River Boulevard
Verona, Pennsylvania 15147

Thorp Reed & Armstrong, LLP
One Oxford Centre
301 Grant Street, 14th Floor
Pittsburgh, PA 15219-1425
412 394 7711
412 394 2555 Fax



The Honorable Vernon A. Williams

January 22, 2007

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A description of the equipment or locomotives covered by the Partial Release of Security Agreement consists of:

- (i) Locomotive, EMD Model No. GP-10, Serial No. AVR 1801 (ex.CR 7576)
- (ii) Locomotive, EMD Model No. GP-10, Serial No. AVR 1802 (ex.CR 7559)

Also enclosed is a check made payable to the "Secretary, Surface Transportation Board", in the amount of Thirty-Four and 00/100 Dollars (\$34.00), for the filing fee.

A brief Summary for the Index is as follows: a Partial Release of Security Agreement between National City Bank and Allegheny Valley Railroad Company, covering Locomotive, EMD Model No. GP-10, Serial No. AVR 1801 (ex.CR 7576) and Locomotive, EMD Model No. GP-10, Serial No. AVR 1802 (ex.CR 7559)

Thank you for your time and cooperation, and should you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, reading "Shane D. Schlichter". The signature is written in a cursive, flowing style.

Shane D. Schlichter

SDS/ss

Enclosures

cc: Sean M. Girdwood (w/o enclosures)

JAN 23 '07

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SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE OF SECURITY AGREEMENT

By this Partial Release of Security Agreement dated as of JANUARY 4, 2007 (the "Release"), National City Bank (the "Bank"), as secured party, and Allegheny Valley Railroad Company ("AVR") as debtor, do agree as follows:

A Security Agreement dated as of August 7, 2006 (the "Security Agreement") between Bank and AVR, was recorded on August 21, 2006 at the Surface Transportation Board (the "Board") under Recordation Number 26518 for locomotives identified as follows (the "Equipment"):

1. Locomotive, EMD Model No. GP-10, Serial No. AVR 1801 (ex.CR 7576)
2. Locomotive, EMD Model No. GP-10, Serial No. AVR 1802 (ex.CR 7559)
3. Locomotive, EMD Model No. GP-11, Serial No. AVR 2004 (ex.IC 8753)
4. Locomotive, EMD Model No. GP-11, Serial No. AVR 2005 (ex.IC 8729)
5. Locomotive, EMD Model No. GP-11, Serial No. AVR 2006 (ex.IC 8708)
6. Locomotive, EMD Model No. GP-11, Serial No. AVR 2007 (ex.IC 8711)

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Bank and AVR do hereby acknowledge and confirm for the public record:
 - a. That the following locomotives shall be released from the lien of the Security Agreement:
 - (i) Locomotive, EMD Model No. GP-10, Serial No. AVR 1801 (ex.CR 7576)
 - (ii) Locomotive, EMD Model No. GP-10, Serial No. AVR 1802 (ex.CR 7559)
 - b. that nothing herein shall in any way affect, alter, release, or diminish the lien of the Security Agreement on the remaining portion of the Equipment as described in the Security Agreement.
2. This Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Release.

IN WITNESS WHEREOF, the Bank and AVR have caused this Release to be executed as of the date first above written.

WITNESS:

Wm H. Rodent

National City Bank

By: Mark A. Turcsanyi
Name: Mark A. Turcsanyi
Title: Vice President

WITNESS:

Wm H. Rodent

Allegheny Valley Railroad Company.

By: Russell A. Peterson
Name: Russell A. Peterson
Title: President

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF ALLEGHENY)

SS:

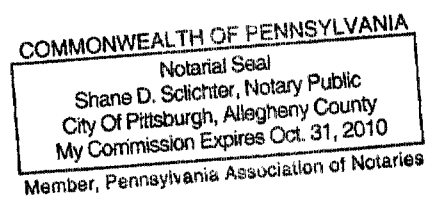
On this, the 4th day of January, 2007, before me, a Notary Public, the undersigned officer, personally appeared Russell A. Peterson, who acknowledged himself to be the President of Allegheny Valley Railroad Company, a Pennsylvania corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Shane D. Schlichter

Notary Public

My Commission Expires:



ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA

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SS:

COUNTY OF ALLEGHENY

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On this, the 4th day of January, 2008, before me, a Notary Public, the undersigned officer, personally appeared Mark A. Turcsanyi, who acknowledged himself to be the Vice President of National City Bank (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name on behalf of the Company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Shane D. Schlichter

Notary Public

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Shane D. Schlichter, Notary Public

City Of Pittsburgh, Allegheny County

My Commission Expires Oct. 31, 2010

Member, Pennsylvania Association of Notaries